

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 26367
)	

**STIPULATION REGARDING CURE PURSUANT TO SECTION 9.1.2 OF THE JOINT
PLAN OF REORGANIZATION**

This Stipulation is made this 11th day of March, 2011 between (a) W. R. Grace & Co., et al. (the "Debtors"), and (b) Sealed Air Corporation and Cryovac, Inc. (individually, or collectively with each of their parent corporations, subsidiary corporations, joint venturers, Affiliates, and sister corporations, or each such entity individually, "Claimant"), whereby the parties state and agree as follows:

1. On February 21, 2011, the Debtors filed their *Notice Regarding Cure Exhibit Pursuant to Section 9.1.2 of the Joint Plan of Reorganization* (the "Cure Notice") (Docket No. 26367).
2. The Debtors are in the process of serving the Cure Notice, pursuant to section 9.1.2 of the Joint Plan of Reorganization¹, on each non-Debtor party who may have or may allege to have an executory contract or unexpired lease being assumed pursuant to the Joint Plan of Reorganization in lieu of the Cure Exhibit called for therein.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, Docket nos. 19579, 20666, 20872, 20873, 21594, 24657, 25881 & 26368 (the "Joint Plan of Reorganization").

3. Claimant asserts that it has or may have one or more executory contracts or unexpired leases that are being assumed by the Debtors for which cure may be owing. Claimant, however, has either (i) previously filed one or more Proofs of Claim for amounts that Claimant believes are owing by the Debtors under or in connection with the alleged executory contracts or unexpired leases, including any amounts that may be owing for cure, or (ii) otherwise informed the Debtors of its potential Claims through other appropriate means.

4. By this Stipulation, the parties agree that Claimant has already complied with the terms of section 9.1.1 and 9.1.2 of the Joint Plan of Reorganization, to the extent applicable to Claimant, by proceeding as outlined in paragraph 3 above with respect to its claim for cure and that, therefore, Claimant need not file anything further pursuant to the Joint Plan of Reorganization or the Cure Notice to preserve its rights to assert that cure is owing from the Debtors with respect to Claimant's alleged executory contracts or unexpired leases and the deadlines set forth in the Cure Notice have all been met.

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Dated: March 11, 2011


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